

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. Grace & Co., et al.¹) Case No. 01-01139 (JKF)
Debtors.) (Jointly Administered)
)
)

**ORDER GRANTING LEAVE IN ACCORDANCE WITH THE
ORDERS AUTHORIZING THE DEBTORS TO EMPLOY AND
COMPENSATE ORDINARY COURSE PROFESSIONALS AS IT
PERTAINS TO MORRISON & FOERSTER LLP**

Upon the Motion² of the Debtors seeking leave in accordance with the OCP Orders to permit Morrison & Foerster LLP from time to time as appropriate to exceed the \$50,000 monthly OCP cap and seek compensation for fees and expenses in excess thereof, and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Capitalized terms not otherwise defined in this Order have the meanings given to them in the Motion.

in accordance with 28 U.S.C. §§ 157 and 1334, and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and it appearing that venue of this proceeding and this Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, and due and proper notice of the Motion having been given, and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest, and after due deliberation and sufficient cause appearing, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that Morrison & Foerster is permitted to seek compensation for Excess OCP Fees by filing a fee application for approval of its Excess OCP Fees in accordance with the Court's interim compensation order requirements and other applicable rules and orders of the Court; and it is further

ORDERED that Morrison & Foerster may file its fee application for Excess OCP Fees for the months of April and May 2007 and any month in which it incurs Excess OCP Fees; and it is further

ORDERED that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order which is final.

Dated: _____, 2007

Judith K. Fitzgerald
United States Bankruptcy Judge